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DIRECT DIAL:

February 21, 1994

Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue N.W.
Washington, D.C. 20423
Attention: Ms. Mildred Lee, Room 2303

0100122060

\$216.00

RE: Documents for Recordation
Trinity Industries Leasing Company
Equipment Trust (Series 8)

RECORDATION NO. 17520 NOPG
FILED 1425

FEB 23 1994-2 25 PM

INTERSTATE COMMERCE COMMISSION

Dear Ms. Lee:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Fourth Supplement to Equipment Trust Agreement, a primary document, dated as of February 16, 1994, between Trinity Industries Leasing Company and The Bank of New York, as Trustee;
2. Two (2) executed originals of an Assignment, a primary document, dated February 16, 1994, between Trinity Industries Leasing company ("Assignor") and The Bank of New York, as Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated February 16, 1994, between Trinity Industries Leasing Company ("Seller") and The Bank of New York, as Trustee ("Buyer"); and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated February 16, 1994 between The Bank of New York, as Trustee ("Seller") and Trinity Industries Leasing Company ("Buyer").

The enclosed Fourth Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of September 9, 1991 between Trinity Industries Leasing Company and The Bank of New York, as Trustee, which was filed and recorded under Recordation No. 17520 on September 10, 1991, along with an Assignment and Bill of Sale under

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Recordation Nos. 17520-A and 17520-B, respectively; the First Supplement to Equipment Trust Agreement dated as of December 10, 1991 between Trinity Industries Leasing Company and The Bank of New York, as Trustee, which was filed and recorded under Recordation No. 17520-E on December 11, 1991, along with an Assignment and Bill of Sale under Recordation Nos. 17520-C and 17520-D, respectively; the Second Supplement to Equipment Trust Agreement dated as of February 11, 1993 between Trinity Industries Leasing Company and The Bank of New York, as Trustee, which was filed and recorded under Recordation No. 17520-F on February 16, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 17520-G and 17520-H, respectively; and the Third Supplement to Equipment Trust Agreement dated as of August 30, 1993, between Trinity Industries Leasing Company and The Bank of New York, as Trustee, which was filed and recorded under Recordation No. 17520-J on September 1, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 17520-K and 17520-L, respectively.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to 38 (thirty eight) railcars and the lease thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to Trinity Industries Leasing Company.

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2705 State Street, Chicago Heights, Illinois, and the address of The Bank of New York, the Trustee is 101 Barclay Street, 21st Floor, New York, New York 10007.

The railroad equipment covered by the Fourth Supplement to Equipment Trust Agreement is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

Enclosed is our firm's check in the amount of \$64.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Fourth Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Fourth Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington

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Service Bureau who is delivering this letter and said enclosures to you.

A short summary of the documents appear in the index follows:

- (a) Primary Documents. (i) Fourth Supplement to Equipment Trust Agreement, a primary document, dated as of February 16, 1994, between Trinity Industries Leasing Company (as vendor and lessee), and The Bank of New York, as Trustee, and covering twenty six (26) railroad cars, and (ii) Assignment, a primary document, dated February 16, 1994, between Trinity Industries Leasing Company (as Assignor), and The Bank of New York, as Trustee, and covering nine (9) railroad cars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated September 1, 1993, between Trinity Industries Leasing Company (as Seller), and The Bank of New York, as Trustee (as Buyer), and covering various railroad cars, and connected to the Fourth Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated February 16, 1994, between The Bank of New York, as Trustee (Seller) and Trinity Industries Leasing Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of September 9, 1991 referred to above.

Very truly yours,

Richard A. Fogel / att
Richard A. Fogel

RAF:ps
Enclosures

BILL OF SALE

Series 8

THE BANK OF NEW YORK,
AS TRUSTEE
TO

RECORDATION NO. 17520-2 FILED 1425

FEB 23 1994 - 2 25 PM

TRINITY INDUSTRIES LEASING COMPANY
INTERSTATE COMMERCE COMMISSION

The Bank of New York, as Trustee (the "Trustee"), in consideration of the sum of Ten Dollars (\$10.00) in hand paid and other good and valuable consideration, the receipt of which is hereby acknowledged, has bargained, sold, assigned and transferred, and by these presents does hereby bargain, sell, assign, and transfer unto Trinity Industries Leasing Company (the "Company"), a Delaware corporation, pursuant to Section 5.05(a) of that certain Equipment Trust Agreement dated as of September 9, 1991 (the "Agreement") by and between the Trustee and the Company and the Request delivered to the Trustee by the Company dated February 16, 1994, all the right, title and interest of the Trustee, as Trustee under the Agreement, in and to the 38 (thirty eight) railcars (the "Trust Equipment") described on Exhibit A hereto covered by the Railroad Car Lease Agreement, dated April 13, 1983 (Riders 6 and 7) between the Company and A. E. Staley Manufacturing as described on Exhibit A, together with all right, title and interest of the Trustee in and to any and all existing leases or subleases in respect of the Trust Equipment as described on Exhibit B hereto (the "Existing Leases").

The Trustee hereby warrants that it has not caused any liens or encumbrances to have been placed on the Trust Equipment, other than the Existing Leases and the rights of the Company under the Agreement.

IN WITNESS WHEREOF, the Bank of New York as such trustee has caused this Bill of Sale to be executed by its duly authorized officers and its corporate seal to be hereunto affixed, duly attested, this 16th day of February, 1994.

THE BANK OF NEW YORK

By: [Signature]
Vice President

Attest: [Signature]

Assistant Vice President

STATE OF NEW YORK

§

COUNTY OF NEW YORK

§

§

On this 18th day of February, 1994, before me personally appeared S.D. MINEO, to me personally known, who being by me duly sworn, says that he is the Vice President of The Bank of New York, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Signature of Notary Public

My Commission Expires:

5-31-95

ROBERT SCHNECK
Notary Public, State of New York
No. 4746935
Qualified In Nassau County
Certificate filed in New York County
Commission Expires May 31, 1995

DDD04CEE

EXHIBIT ASeries 8

1. Railroad Car Net Lease Agreement, dated April 13, 1983, between Trinity Industries Leasing Company and A. E. Staley Manufacturing Company covering the following described railroad cars (Riders 6 & 7):

Number of Cars	Type	Car Numbers
20	25,498 Gal. 111A100W1 Tank Cars	STRX 100-119 (inclusive)
18	25,498 Gal. 111A100W1 Tank Cars	STRX 120-137

EXHIBIT B**Series 8****DESCRIPTION OF TRUST EQUIPMENT**

	Class	Capacity	Initialed Car Numbers	Earliest Service
20 Tank Cars	111A100W1	25,498 Gal.	STRX 100- 119 (inclusive)	3/90
18 Tank Cars	111A100W1	25,498 Gal.	STRX 120-137 (inclusive)	5/90

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